

**BYLAWS**  
**OF**  
**FAST CLUB OF OSHKOSH, INC.**  
(Adopted October 24, 2007)

**ARTICLE I.**

**Purposes**

Fast Club of Oshkosh, Inc. is a non-profit educational organization dedicated to developing better citizens by providing supervised fast-pitch softball competition for players. The primary emphasis shall be the development of self worth, good sportsmanship, good team play, discipline, and a good work ethic to achieve goals through softball competition. The primary emphasis for tournament team play shall best play competition. The organization is limited to the exclusive purposes permitted for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, and corresponding provisions of successor revenue acts. All funds received by the organization shall be dedicated and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance of gifts and disbursement of funds by the organization in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the organization.

**ARTICLE II.**

**Offices**

The corporation shall continuously maintain in the State of Wisconsin a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

**ARTICLE III.**

**Members**

**Section 1. CLASSES OF MEMBERS.** The corporation shall have two (2) classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

- A. Players. Any girl between the ages of 4 and 18 years as of January 1 of each year.
- B. General Members. Any adult parent, guardian or legal custodian of a Player, any coach, any Member of the community desirous of supporting the sport of fast-pitch softball.

**Section 2. ELECTION OF MEMBERS.** General Members and Players shall be accepted by the board of directors. An affirmative vote of a majority of the directors shall

be required for acceptance.

**Section 3. VOTING RIGHTS.** Each member of the class of General Members shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 4. TERMINATION OF MEMBERSHIP.** The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by two-thirds vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, if any.

**Section 5. RESIGNATION.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**Section 6. REINSTATEMENT.** Upon written request signed by a former member and filed with the Secretary, the board of directors may by the affirmative vote of two-thirds of the members of the board of directors reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

**Section 7. TRANSFER OF MEMBERSHIP.** Membership in this corporation is not transferable or assignable.

**Section 8. NO MEMBERSHIP CERTIFICATES.** No membership certificates of the corporation shall be required.

## ARTICLE IV.

### Meetings of Members

**Section 1. ANNUAL MEETING.** An annual meeting of the members shall be held on the second Sunday day of September of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. The Board of Directors may designate a different date so long the adjourned meeting is held within 30 days of the second Sunday of September.

**Section 2. SPECIAL MEETING.** Special meetings of the members may be called either by the president or the board of directors, or not less than one-twentieth of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

**Section 3. PLACE OF MEETING.** The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Wisconsin.

**Section 4. NOTICE OF MEETINGS.** Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in

the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not to be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

**Section 5. INFORMAL ACTION BY MEMBERS.** Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only: (1) if, at least 5 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporation action without a meeting is delivered to those members entitled to vote who have not consented in writing.

**Section 6. FIXING OF RECORD DATE.** For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days, and for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

**Section 7. QUORUM.** The holders of one-tenth of the votes which may be cast at a meeting of members of the corporation, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that less than one-tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not For Profit Corporation Act, the articles of incorporation or these by-laws. At any adjourned meeting which might have been transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 8. PROXIES.** Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize

another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.

**Section 9. VOTING.** Each member, regardless of class, shall be entitled to one vote in each matter submitted to vote at a meeting of members. Each member may vote either in person or by proxy as provided in ARTICLE IV. Section 8 hereof.

**Section 10. INSPECTORS.** At any meeting of members, the chairman of the meeting may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

**Section 11. VOTING BY BALLOT.** Voting on any question or in any election may be by voice unless the chairman of the meeting shall order or any member shall demand that voting be by ballot.

## **ARTICLE V.**

### **Board of Directors**

**Section 1. GENERAL POWERS.** The affairs of the corporation shall be managed by or under the direction of its board of directors. The board of directors shall serve without compensation for their services. The Board shall oversee the appointment of coaches, removal of coaches, the assignment of players to teams, the education and development of players, the appointment of and training of umpires, the organization and scheduling of tournaments and all other affairs of the corporation. The Board shall also be responsible to direct fund-raising, membership fees, and solicitation of sponsors.

**Section 2. NUMBER, TENURE, AND QUALIFICATIONS.** The number of directors shall be ten. The directors shall consist of each Officer of the corporation, three commissioners elected at large from the membership for the 16U, 12U and 10U divisions, one member elected from the membership at large, a Tournament Director and a Fund Raising Director. The Fund Raising Director shall be responsible for establishing and overseeing all fund raising activities for the organization. The Tournament Director shall be responsible for overseeing all tournaments conducted by the organization. No fund raising activities or tournaments may be commenced without Board approval. Each director shall hold office until the next meeting for the election of directors following his or her election and until his or her successor shall have been elected and qualified. Directors need not be residents of Wisconsin or members of the corporation. The number of directors may be decreased to not fewer than 5 or increased to any number from time to time by amendment of this section, unless the article of incorporation provide that a change in the number of

directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent director.

**Section 3. REGULAR MEETINGS.** A regular meeting of the board of directors shall be held without other notice than these by-laws, immediately after, and the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

**Section 4. ELECTRONIC MEETINGS.** Any provisions of the Bylaws of Fast Club of Oshkosh, Inc. which pertain to the giving of notice of meetings and the waiver of notice for such meetings shall hereby be amended to allow for the giving of notice or the waiver of notice by oral communication, in person, by telephone, telegraph, teletype, facsimile, e-mail, or other form of wire or wireless communication, or in any other manner provided by Chapter 180. Any provisions of the Bylaws of Fast Club of Oshkosh, Inc. which pertain to the provision of proxies shall hereby be amended to allow for proxies being provided by electronic means.

**Section 5. SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

**Section 6. NOTICE.** Notice of any special meeting of the board of directors shall be given at least five days previous thereto by written or electronic notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 7. QUORUM.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

**Section 8. MANNER OF ACTING.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation. No director may act by proxy on any matter.

**Section 9. VACANCIES.** Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled

by the board of directors unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 10. RESIGNATION AND REMOVAL OF DIRECTORS.** A director may resign at anytime upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute.

**Section 11. INFORMAL ACTION BY DIRECTORS.** The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

**Section 12. COMPENSATION.** The board of directors shall act without compensation. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at such meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

**Section 13. PRESUMPTION OF ASSENT.** A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VI.**

### **Officers**

**Section 1. OFFICERS.** The officer of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

**Section 2. ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors of the corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

**Section 3. REMOVAL.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of

the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. PRESIDENT.** The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

**Section 5. VICE PRESIDENT.** The vice president (or in the event there be more than one vice-president, each of the vice-presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents, in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a differing mode of execution is expressly prescribed by the board of directors or these by-laws, the vice-president (for any of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors to the requirements of the form of the instrument.

**Section 6. TREASURER.** The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

**Section 7. SECRETARY.** The secretary shall: (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be a custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member, publicize league activities, maintain league records, and rosters and organize registration; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be designated to him or her by the president or by the board of directors.

**Section 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

**Section 9. COMMISSIONERS.** The commissioners of the corporation shall oversee all activities involving the respective age group for which they are appointed, develop and distribute league schedules and league rules, keep league standings, and organize league tournaments. They shall coordinate the activities of traveling teams, organize and direct local tournaments and with the other officers of the corporation and the Board of Directors, appoint coaches.

**Section 10. SALARIES.** The officers of the corporation shall serve without salary.

## ARTICLE VII.

### Divisions

**Section 1. 16U.** There shall be a division of the club designated "16U" for Players having attained the age of thirteen (13) years through sixteen (16) years as of January 1 in the year of play. This league shall use a regulation ASA 12 inch softball.

**Section 2. 12U.** There shall be a division designated "12U" for Players having attained the age of eleven (11) years through twelve (12) years as of January 1 in the year of play. This league shall use a regulation ASA 12 inch softball.

**Section 3. 10U.** There shall be a division for the club designated "10U" for players having attained the age of (9) nine years through ten (10) years as of January 1 in the year of play. This league shall be a "player pitch" league and shall use a safety ball.

**Section 4. 8U.** There shall be a division designated "8U" for Players having attained the age of seven (7) years through eight (8) years as of January 1 in the year of play. This league shall use a rubber softball.

**Section 5. TEEBALL.** There shall be a division designated "Teeball" for Players having attained the age of five (5) years through seven (7) years as of January 1 in the year of play. This league shall use a rubber softball on a batting tee.

**Section 6. TRAVEL TEAMS.** Within each division, the Board of Directors may



establish such number of Traveling Teams as it deems advisable. Players shall be drawn from the teams within the division.

**Section 7. FALL BALL.** For High School eligible players, there shall be a division designated "Fall Ball" for competition in the Fox Valley League during September and October of each year. The Board of Directors may establish such number of teams as it deems advisable.

## **ARTICLE VIII.**

### **Team and Player Eligibility**

**Section 1. Purposes.** It is the purpose of the Fast Club of Oshkosh, Inc. To develop better citizens through supervised fast-pitch softball. In order to achieve the purposes set forth in Article I, it is the policy of the Fast Club of Oshkosh, Inc. to allow any girl the opportunity to learn to play fast-pitch softball. The Board of Directors shall establish rules to provide scholarships or financial assistance or to waive membership fees for any player who demonstrates financial inability to pay. The Board of Directors shall also have authority to make all reasonable accommodations for any Player having a physical or cognitive disability. The Fast Club of Oshkosh, Inc. shall not discriminate in membership against any Player on the basis of age, race, creed, color, disability, family status, national origin, ancestry, arrest record, conviction record, or membership in national guard.

**Section 2. Divisions.** The Board of Directors shall have the authority to amend the divisions set forth in these bylaws based on the number of teams fielded to play. It is the intention of the organization that there be at least four teams to compete in each division.

**Section 3. ELIGIBILITY.** A Player shall have reached the age of eligibility by January 1 of the applicable softball season. In order to be eligible to play on a Travel Team or to play in a Fall Ball program, a player must have played on the appropriate division team for the applicable season of play. That is, a player must play on a division team concurrent with play on a travel team, and, a player must have completed play on a division team for the summer immediately preceding a Fall Ball season.

For high school players who are currently on a varsity or junior varsity high school team or league, the Board of Directors, in its discretion, may exempt such players from playing on a 16U team. Notwithstanding, the Board shall not exempt the players from paying the registration fee for the 16U.

**Section 4. ASSIGNMENT TO TEAMS.** The Board of Directors shall assign Players to teams. The Board shall consider the following factors in making its determination, although these factors shall not be exclusive factors to be considered:

- a. Age of Players
- b. Whether the Player is returning from the previous year on an existing team roster
- c. Ability and skill level
- d. Relative strength and competitiveness of teams
- e. School boundaries
- f. Player's requests

After the initial team rosters have been established, any Player wishing to join a team shall be assigned to a team by the Board of Directors. After team assignments have been made, players may not be changed later than two weeks prior to the first scheduled game, absent extenuating circumstances, in the sole discretion of the Division Commissioner. Once initial team assignments are made, Players may remain on that team for the rest of the Players participation in that division subject to the considerations listed above.

## **ARTICLE IX.**

### **Committees, Commissions and Advisory Boards**

**Section 1. COMMITTEES.** The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors and such other persons as the board of directors designates provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution are not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, him or her by law.

**Section 2. COMMISSIONS OR ADVISORY BODIES.** Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation.

**Section 3. TERM OF OFFICE.** Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member is removed from such committee, advisory board or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

**Section 4. CHAIRMAN.** One member of each committee, advisory board or commission shall be appointed chairman.

**Section 5. VACANCIES.** Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. QUORUM.** Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

**Section 7. RULES.** Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by

the board of directors.

**Section 8. INFORMAL ACTION.** The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

## **ARTICLE X.**

### **Contracts, Checks, Deposits and Funds**

**Section 1. CONTRACTS.** The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

**Section 2. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or other assistant treasurer and countersigned by the president or a vice president of the corporation.

**Section 3. DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Section 4. GIFTS.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE XI.**

### **Certificates of Membership**

**Section 1. CERTIFICATES OF MEMBERSHIP.** The board of directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary, and may bear the corporation's seal which may be in facsimile. The name and address of each member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the board of directors may determine.

**Section 2. ISSUANCE OF CERTIFICATES.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

## **ARTICLE XII.**

## **Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XIII.**

### **Fiscal Year**

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

## **ARTICLE XIV.**

### **Dues**

**Section 1. ANNUAL DUES.** The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

**Section 2. PAYMENT OF DUES.** Dues shall be payable in advance on the first day of April in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation. The Board of Director shall have the discretion to waive or reduce the payment of dues for any player based on financial need.

**Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP.** When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, his or her membership may thereupon be terminated by the board of directors in the manner provided in Article II of these by-laws.

## **ARTICLE XV.**

### **Seal**

The corporate shall operate without a corporate seal.

## **ARTICLE XVI.**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Wisconsin or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall

constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **ARTICLE XVII.**

### **Indemnification**

**Section 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION.** The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually or reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, or with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

### **Section 2. MANDATORY INDEMNIFICATION.**

(1) A corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation.

(2) (a) In cases not included under sub.(1), a corporation shall indemnify a director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

1. A wilful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.

2. A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

3. A transaction from which the director or officer derived an improper personal profit.

4. Wilful misconduct.

(b) Determination of whether indemnification is required under this subsection shall be made under § 181.043.

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this subsection.

3. A director or officer who seeks indemnification under this section shall make a written request to the corporation.

4. (a) Indemnification under this section is not required to the extent limited by the articles of incorporation under § 181.045.

(b) Indemnification under this section is not required if the director or officer has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding.

**Section 3. DETERMINATION OF RIGHT TO INDEMNIFICATION.** Unless otherwise provided by the articles of incorporation or bylaws or written agreement between the director or officer and the corporation, the director or officer seeking indemnification under § 181.042(2) shall select one of the following means for determining his or her right to indemnification:

(1) By majority vote of a quorum of the board of directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the board of directors and consisting solely of 2 or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(2) By independent legal counsel selected by a quorum of the board of directors or its committee in the manner prescribed in sub. (1) or, if unable to obtain such a quorum or committee, by a majority vote of the full board of directors, including directors who are parties to the same or related proceedings.

(3) By a panel of 3 arbitrators consisting of one arbitrator selected by those directors entitled under sub. (2) to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the 2 arbitrators previously selected.

(4) By an affirmative vote of members as provided in § 181.17, if there are members having voting rights. Membership rights owned by, or voted under the control of, persons who are at the time parties to the same or related proceedings whether as plaintiffs or defendants or in any other capacity, may not be voted in making the determination.

(5) By a court under § 181.049.

(6) By any other method provided for in any additional right to indemnification permitted under § 181.047.

**Section 4. ALLOWANCE OF EXPENSES AS INCURRED.** Upon written request by a director or officer who is a party to a proceeding, a corporation may pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the corporation with all of the following:

(1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the corporation.

(2) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under § 181.043 that indemnification under § 181.049(2)(b). The undertaking this subsection shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

**Section 5. ADDITIONAL RIGHTS TO INDEMNIFICATION AND ALLOWANCE OF EXPENSES**

(1) Except as provided in Sub.(2), § 181.042 and 181.044 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

(a) The articles of incorporation or bylaws.

(b) A written agreement between the director or officer and the corporation.

(c) A resolution of the board of directors.

(d) A resolution, after notice, adopted by majority vote of members who are entitled to vote.

(2) Regardless of the existence of an additional right under sub. (1), the corporation may not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the corporation that the director or officer did not breach or fail to perform a duty he or she owes to the corporation which constitutes conduct under § 181.042(2)(a) 1, 2, 3 or 4. A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

(3) Sections 181.041 to 181.053 do not affect a corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

(a) As a witness in a proceeding to which he or she is not a party.

(b) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the corporation.

**Section 6. INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

**Section 7. NOTICE TO MEMBERS.** If the corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

**Section 8. REFERENCES TO CORPORATION.** For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have the respect to such merging corporation if its separate existence had continued.

**Section 9. OTHER REFERENCES.** For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

## **ARTICLE XVIII.**

### **Internal Revenue Code**

Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these bylaws or by the Board of Directors, members or officers of this organization which would not be permitted to be taken by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or which would result in the imposition of federal tax under Sections 4941-4945, inclusive, of the Internal Revenue Code of 1986, as amended.

## **ARTICLE XIX.**

### **Amendments**

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written



notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.